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**UNITED STATES BANKRUPTCY COURT FOR
SOUTHERN NEW YORK BANKRUPTCY COURT**

In re: Delphi Corporation

Debtor

Chapter 11

Case Nos. 05-44481

Claim No. (See Attachment)

**NOTICE OF TRANSFER OF CLAIM
PURSUANT TO FRBP RULE 3001(e)(1)**

1. TO: Madison Investment Trust – Series 38 (“Transferor”)
[TRANSFEROR NAME & ADDRESS]

6310 Lamar Ave. 120

Overland Park, Kansas 66202

2. Please take notice of the transfer of \$2,576,441.34 of your claim referenced above, together with all applicable interest, fees and expenses related thereto (the "Transferred Claim")

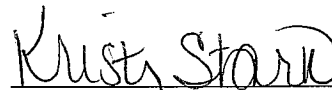
Transfer \$2,576,441.34 to:

Goldman Sachs Credit Partners L.P. c/o Goldman Sachs & (“Transferee”)
[TRANSFeree NAME & ADDRESS]

30 Hudson, 17 Floor

Jersey City, NJ 07302

No action is required if you do not object to the transfer of your claim.



Kristy Stark

Madison Liquidity Investors, LLC
800-896-8913

EVIDENCE OF TRANSFER OF CLAIM

TO: Southern District of New York Bankruptcy Court
AND TO: Madison Investment Trust - Series 38
6310 Lamar Ave, Suite 120
Overland Park, KS 66202

Madison Investment Trust - Series 38 ("Seller"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged and pursuant to the terms of a Purchase and Sale Agreement dated as of the date hereof, does hereby certify that it has unconditionally and irrevocably sold, transferred and assigned to Goldman Sachs Credit Partners L.P. c/o Goldman Sachs & Co., its successors, with offices at 30 Hudson, 17th Floor, Jersey City, NJ 07302 ("Buyer"), and assigns all right, title and interest in and to the Claim(s) of Seller, shown on the attached Schedule, against Delphi Corporation in the Southern District of New York, in the case entitled In re Delphi Corporation, with a Case Number of 05-44481 pending in the Court., including without limitation those receivables of Seller.

Seller hereby waives any notice or hearing requirements imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, and stipulates that an order may be entered recognizing this Assignment of Claim as an unconditional assignment and Buyer herein as the valid owner of the Claim. You are hereby requested to make all future payments and distributions, and to give all notices and other communications, in respect to the Claim to Buyer.

IN WITNESS WHERE OF, dated as of January 17, 2007

Name: Madison Investment Trust - Series 38

By: Kristy Stark
(Signature of Claimant)

Print Name: Kristy Stark

6310 Lamar Ave., Suite 120
(Address)

Overland Park, KS 66202
(Address)

20-6539324
(SS#/Tax ID)

Accepted: [Signature]
By: [Signature]

Brian J. Clarke
Authorized Signatory

Company	Entity	Ownership Entity	Scheduled
1ST VISION INC	Delphi Automotive Systems LLC	Madison Investment Trust - Series 38	\$ 2,258.00
ADVANTAGE FUNDING CORPORATION ASSIGNEE GENESIS QUALITY GROUP	Delphi Automotive Systems LLC	Madison Investment Trust - Series 38	\$ 2,330.00
AG ONE COOP INC	Delphi Automotive Systems LLC	Madison Investment Trust - Series 38	\$ 4,248.50
AMERICAN/IEBCO CORPORATION	Delphi Automotive Systems LLC	Madison Investment Trust - Series 38	\$ 3,747.78
APPLIED PROCESS INC	Delphi Automotive Systems LLC	Madison Investment Trust - Series 38	\$ 6,849.82
HALL, CHRISTOPHER J. D/B/A BC RACING SOLUTIONS	Delphi Automotive Systems LLC	Madison Investment Trust - Series 38	\$ 8,000.00
CANTEEN CORP	Delphi Automotive Systems LLC	Madison Investment Trust - Series 38	\$ 26,136.00
HENNESSEY CAPITAL SOLUTIONS as assignee of CARIUS TOOL	Delphi Automotive Systems LLC	Madison Investment Trust - Series 38	\$ 131,559.17
CHAHTA ENTERPRISE	Delphi Automotive Systems LLC	Madison Investment Trust - Series 38	\$ 3,360.00
CINTAS CORP	Delphi Automotive Systems LLC	Madison Investment Trust - Series 38	\$ 3,373.82
DAYTON DOOR SALES INC	Delphi Automotive Systems LLC	Madison Investment Trust - Series 38	\$ 14,669.99
DECISIONONE CORPORATION	Delphi Automotive Systems LLC	Madison Investment Trust - Series 38	\$ 2,352.08
DIRECTED ELECTRONICS INC EFT	Delphi Automotive Systems LLC	Madison Investment Trust - Series 38	\$ 9,510.87
DOUBLE T SERVICES INC	Delphi Automotive Systems LLC	Madison Investment Trust - Series 38	\$ 8,386.33
EPES EXPRESS SERVICES	Delphi Automotive Systems LLC	Madison Investment Trust - Series 38	\$ 2,975.00
EPSON AMERICA INC	Delphi Automotive Systems LLC	Madison Investment Trust - Series 38	\$ 26,258.00
EXAIR CORP	Delphi Automotive Systems LLC	Madison Investment Trust - Series 38	\$ 2,500.00
EXECUTIVE OFFICE SUPPLY INC	Delphi Automotive Systems LLC	Madison Investment Trust - Series 38	\$ 3,060.85
FALCON INDUSTRIAL SUPPLY INC	Delphi Automotive Systems LLC	Madison Investment Trust - Series 38	\$ 4,306.00
INJECTEC	Delphi Automotive Systems LLC	Madison Investment Trust - Series 38	\$ 7,218.00
INTELLECT CONTROLS GROUP INC	Delphi Automotive Systems LLC	Madison Investment Trust - Series 38	\$ 2,550.00
JOHN RYBURN SERVICES INC	Delphi Automotive Systems LLC	Madison Investment Trust - Series 38	\$ 27,254.05
KNO MAR TOOL AND MOLD INC	Delphi Automotive Systems LLC	Madison Investment Trust - Series 38	\$ 19,475.00
HENNESSEY CAPITAL SOLUTIONS as assignee of MARKIN TUBING LP	Delphi Automotive Systems LLC	Madison Investment Trust - Series 38	\$ 111,098.65
PREMIER MANUFACTURING	Delphi Automotive Systems LLC	Madison Investment Trust - Series 38	\$ 810,371.41
RECO EQUIPMENT INC	Delphi Automotive Systems LLC	Madison Investment Trust - Series 38	\$ 3,427.15
REHM USA LLC	Delphi Automotive Systems LLC	Madison Investment Trust - Series 38	\$ 36,545.00
REYNOLDS COMPANY THE	Delphi Automotive Systems LLC	Madison Investment Trust - Series 38	\$ 5,736.28
SANDERS LEAD CO	Delphi Automotive Systems LLC	Madison Investment Trust - Series 38	\$ 504,778.10
SCHWARTZ MACHINE	Delphi Automotive Systems LLC	Madison Investment Trust - Series 38	\$ 8,490.00
SILVENT INC	Delphi Automotive Systems LLC	Madison Investment Trust - Series 38	\$ 2,292.00
STEPHENSON AND LAWYER INC	Delphi Automotive Systems LLC	Madison Investment Trust - Series 38	\$ 6,688.50
STRECKFUSS USA INC	Delphi Automotive Systems LLC	Madison Investment Trust - Series 38	\$ 3,690.00
TOX PRESSOTECHNIK INC EFT	Delphi Automotive Systems LLC	Madison Investment Trust - Series 38	\$ 5,643.00
TRUGREEN CHEMLAWN	Delphi Automotive Systems LLC	Madison Investment Trust - Series 38	\$ 7,015.00
UNIVERSAL BEARINGS INC	Delphi Automotive Systems LLC	Madison Investment Trust - Series 38	\$ 123,510.57
US SILICA CO	Delphi Automotive Systems LLC	Madison Investment Trust - Series 38	\$ 55,424.86
WALTON MANAGEMENT SERVICES INC	Delphi Automotive Systems LLC	Madison Investment Trust - Series 38	\$ 12,942.64
WRIGHT STATE UNIVERSITY	Delphi Automotive Systems LLC	Madison Investment Trust - Series 38	\$ 64,674.11
YOUNGS ENVIRONMENTAL CLEANUP INC	Delphi Automotive Systems LLC	Madison Investment Trust - Series 38	\$ 17,720.20
GM NAMEPLATE	Delphi Automotive Systems LLC	Madison Investment Trust - Series 38	\$ 4,002.92
MANIA TECHNOLOGIES INC.	Delphi Connection Systems	Madison Investment Trust - Series 38	\$ 1,062.00
MANIABARCO	Delphi Connection Systems	Madison Investment Trust - Series 38	\$ 6,430.77
	Delphi Connection Systems	Madison Investment Trust - Series 38	\$ 2,250.00

MINCO PRODUCTS INC.	Delphi Connection Systems	Madison Investment Trust - Series 38	\$	31,928.33
NEUTRONIC STAMPING AND PLATING	Delphi Connection Systems	Madison Investment Trust - Series 38	\$	51,936.00
SANDERS LEAD CO	Delphi Automotive Systems LLC (Rec)	Madison Investment Trust - Series 38	\$	79,676.69
UNIVERSAL BEARINGS INC	Delphi Automotive Systems LLC (Rec)	Madison Investment Trust - Series 38	\$	1,391.75
NEWTON AND ASSOCIATES LLC	Delphi Diesel Systems Corporation	Madison Investment Trust - Series 38	\$	2,481.77
FILTER FIRST	Delphi Mechatronics Systems	Madison Investment Trust - Series 38	\$	6,566.50
STERLING SPRING LLC	Delphi Mechatronics Systems	Madison Investment Trust - Series 38	\$	24,293.51
BEARING ENGINEERING or BEARING ENGINEERS	Delphi Medical Systems Colorado Cor	Madison Investment Trust - Series 38	\$	16,994.14
CLAYTON'S MERCHANTILE SUPPLY	Delphi Medical Systems Colorado Cor	Madison Investment Trust - Series 38	\$	3,619.50
GM NAMEPLATE	Delphi Medical Systems Colorado Cor	Madison Investment Trust - Series 38	\$	2,756.60
MINCO PRODUCTS INC.	Delphi Medical Systems Colorado Cor	Madison Investment Trust - Series 38	\$	18,512.58
NATIONAL DISPLAY SYSTEMS INC.	Delphi Medical Systems Colorado Cor	Madison Investment Trust - Series 38	\$	7,124.59
POWERVAR INC.	Delphi Medical Systems Colorado Cor	Madison Investment Trust - Series 38	\$	2,936.00
SALEM METAL FABRICATORS INC	Delphi Medical Systems Colorado Cor	Madison Investment Trust - Series 38	\$	2,203.20
GM NAMEPLATE	Delphi Medical Systems Texas Corpor	Madison Investment Trust - Series 38	\$	3,933.29
MINCO PRODUCTS INC.	Delphi Medical Systems Texas Corpor	Madison Investment Trust - Series 38	\$	1,893.75
STAFFMARK	Delphi Medical Systems Texas Corpor	Madison Investment Trust - Series 38	\$	9,852.30
AD TAPE AND LABEL CO INC	Exhaust Systems Corporation	Madison Investment Trust - Series 38	\$	3,628.18
ASSEMBLY SUPPLIES	Exhaust Systems Corporation	Madison Investment Trust - Series 38	\$	2,300.00
BRAINERD CHEMICAL CO. INC.	Exhaust Systems Corporation	Madison Investment Trust - Series 38	\$	2,138.04
SHEPHERD CONTROLS AND ASSOCIATES	Exhaust Systems Corporation	Madison Investment Trust - Series 38	\$	3,632.48
NEUTRONIC STAMPING	Specialty Electronics Inc.	Madison Investment Trust - Series 38	\$	3,169.80
ROBERT MCKEOWN COMPANY	Specialty Electronics Inc.	Madison Investment Trust - Series 38	\$	14,200.66
MERCER HUMAN RESOURCE CONSULTING	Delphi Automotive Systems LLC	Madison Investment Trust - Series 38	\$	18,719.00
INSPECTORATE AMERICA CORP	Exhaust Systems Corporation	Madison Investment Trust - Series 38	\$	36,440.62
SOUTHWEST PUMPS FILTERS INC	ASEC Manufacturing General Partners	Madison Investment Trust - Series 38	\$	20,852.02
CENVEO	Delphi Automotive Systems LLC	Madison Investment Trust - Series 38	\$	4,524.62
LANE PUNCH CORP	Delphi Automotive Systems LLC	Madison Investment Trust - Series 38	\$	5,708.67
RIVIERA UTILITIES	Delphi Connection Systems	Madison Investment Trust - Series 38	\$	8,068.63
CENVEO (CHAMPAGNE)	Delphi Medical Systems Colorado Cor	Madison Investment Trust - Series 38	\$	1,303.00
PHILADELPHIA MIXING SOLUTIONS	Exhaust Systems Corporation	Madison Investment Trust - Series 38	\$	55,460.00
H.E. LENNON INC	Exhaust Systems Corporation	Madison Investment Trust - Series 38	\$	5,756.44
LABELLE INDUSTRIAL SALES	Delphi Automotive Systems LLC	Madison Investment Trust - Series 38	\$	2,573.00
VALLEY TIRE COMPANY	Delphi Automotive Systems LLC	Madison Investment Trust - Series 38	\$	3,693.26
				\$ 2,576,441.34